

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, *et al.*, :
: **Case No. 18-23538 (RDD)**
: **(Jointly Administered)**
Debtors.¹ :
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SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Nuno Cardoso, depose and say that I am employed by Prime Clerk LLC (“*Prime Clerk*”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 9, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via First Class Mail on the Notice Parties Service List attached hereto as **Exhibit A**:

- Notice of Deadline for Filing Proofs of Claim, a copy which is attached as **Exhibit B**
- Proof of Claim form, a copy which is attached as **Exhibit C**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On April 9, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on the DN 2768 Notice Parties Service List attached hereto as **Exhibit D**:

- Motion of Debtors for Entry of an Order (A) Authorizing Rejection of Certain Executory Contracts, (B) Establishing Procedures for the Rejection of Executory Contracts, and (C) Granting Related Relief [Docket No. 2768]

On April 9, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on the DN 2789 Notice Parties Service List attached hereto as **Exhibit E**:

- Notice of Corrected Exhibit to Motion of Debtors for Entry of an Order (A) Authorizing Rejection of Certain Executory Contracts, (B) Establishing Procedures for Rejection of Executory Contracts, and (C) Granting Related Relief [Docket No. 2789]

On April 9, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on Turning Point Justice (MMLID#5793639), 12012 South 700 East, Draper, UT 84020:

- Notice of Assumption and Assignment of Additional Contracts and Designatable Leases [Docket No. 2854]

On April 9, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on Acculink, Inc., dba Acculynk (MMLID#5794213), Acculynk, Inc., 3225 Cumberland Blvd SE, Suite 550, Atlanta, GA 30339:

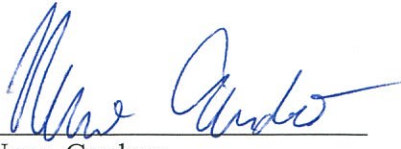
- Notice of Filing of Further Revised List of Initial Assigned Agreements in Connection with the Sale Transaction [Docket No. 2910]

On April 9, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document plus additional confidential adequate assurance information to be served via First Class Mail on the DN 2995 Notice Parties Service List attached hereto as **Exhibit F**:

- Fourth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction [Docket No. 2995]

[Remainder of page intentionally left blank]

Dated: April 11, 2019


Nuno Cardoso

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on April 11, 2019, by Nuno Cardoso, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

Exhibit A

Exhibit A

Notice Parties Service List

Served via First Class Mail

MMLID	NAME	ADDRESS	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE
5529339	ALLEY CARL	6714 SNOW RD			CLEVELAND	OH	44129-3234
5530935	AMANDA NEWMAN	512 W PECAN ST			AUBREY	TX	76227-8821
5408427	ANAYA STEPHAINE	555 S FULTON AVE			WAUKEGAN	IL	60085-7244
5541579	AYSE OZTURK	2719 BOWMORE CT NW			ACWORTH	GA	30101-8792
5545216	BASSETT ZACHARY	1112 KATHY LN.			LEWISVILLE	TX	75067
5548227	BERNADETT ANNETTA	1949 FRANK RD.			MTN VU	CA	94040
5548787	BESS GLORIA	1431 GATES HWY			TIMMONSVILLE	SC	29161
5549119	BETSY VAZQUEZ	RES TURABO HEIGHTS EDF 27 APT 1A			CAGUAS	PR	00727
5557530	BRONSON SHARON	922 CARTERET AVE			TRENTON	NJ	08618-5312
5562731	CALHOUN KATHY	569 RIDGECUT RD# 869			EARLY BRANCH	SC	29916-3911
5564428	CAPPS NATHAN	2109-143 PL SE			MILL CREEK	WA	98012
5566008	CARNEGIE YVONNE	PO BOX 25			TETON	ID	83451-0025
5795201	Cheddars Casual Caf	1000 DARDEN CENTER DR			ORLANDO	FL	32837-4032
5573975	CHRIS SOUZA	600 E 53RD ST.	DISTRICT 53 APTS. D.		AUSTIN	TX	78751
5576367	CLARENCE HAUSLADEN	310 LAKE BLVD S			BUFFALO	MN	55313-1456
5585328	CRYSTAL PENNINGTON	2526 MARS HILL ST.			INDIANAPOLIS	IN	46241
5592188	DEANNA CARLIN	600 ALEXANDER AVE			MAPLE SHADE	NJ	08052-2002
5594801	DEMETRIOUS GREEN	3307 E VERNOR HWY #101			DETROIT	MI	48207-3340
5602920	DUTY KEITH	2611 EAGLE DR			GRAPEVINE	TX	76051-1205
5613271	FERNANDEZ ROY	PO BOX 844			LA FUENTE	CA	91747-0844
5616299	FOUR K	33107 HWY 43			THOMASVILLE	AL	36784
5618077	FREITAS LISA	1310 IMPERIAL CT			TROY	OH	45373
5796189	GGP JV	350 N ORLEANS ST STE 300			CHICAGO	IL	60654-1607
5624490	GLADYS HERBERT	PO BOX 2374			MONTGOMERY VILLAGE	MD	20886-2374
5630582	GUERRERO OSCAR	1353 S GREENWOOD AVE			JACKSONVILLE	AR	72076
5634930	HARRIS VIRGIE	1246 NORVIEW AVE #8			NORFOLK	VA	23513-2045
5650086	JAMES KARAKAEDOS	300 ANDOVER ST STE C			PEABODY	MA	01960-1597
5650407	JAMES STEVEN	198 SOUTH COUNTY ROAD			HAWTHORNE	FL	32640
5651415	JANICE ALLEN	4783 BURKHARDT AVE			DAYTON	OH	45403-3203
5448947	JARRELL MICHAEL	11200 234TH CT			TREVOR	WI	53179-9260
5653297	JEFF BAIRD	PO BOX 65014			SAN ANTONIO	TX	78265-5014
5658805	JOHN LAMPLEY	101 WESTGAY DR APT C			AKRON	OH	44313-7363

Exhibit A

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MMLID	NAME	ADDRESS	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE
5663345	JOSEPH JEAN CALDERON	4021 W ASHLAND			VISALIA	CA	93277
5675985	KRISTY HORNE	211 SETTLEMENT RD			JESUP	GA	31546-2215
5676893	LACHUN TAGGART	617 16TH ST # 2			ROCKFORD	IL	61104-3320
5690460	LOWE JEAN	611 AUSTIN LANE			HERNDON	VA	20170
5692242	LV MCALLISTER	279 NORMANDY ST #1			DORCHESTER	MA	02121-3315
5699883	MARSHA MCCORMICK	5208 SADDLE DR			OROVILLE	CA	95966-5610
5703614	MATTHEW FRESHWATER	629 PATTERSON AVE			AKRON	OH	44310-2329
5706700	MCGUINNESS ALEXIS	4021 WOOD RIVER			DORCHESTER	MA	02121
5708009	MEADOWS TAMARA L	7767 GATEWAY DR			JOPLIN	MO	64850
5709430	MELISSA JUDGE	1653 TURTLE ROCK DR			LAKELAND	FL	33603-4266
5713589	MILDRED SMITH	1934 N 21ST ST			PHILADELPHIA	PA	19121-2109
5717977	MOORE CONNOR	1372 HUNSICKER RD			BELLINGHAM	WA	98226-7872
5719490	MORRIS BRENDA	802 6th Ave SW			Conover	NC	28613-218
5719731	MORRISON LATAYO	438 BLAKE RD			JACKSON SPGS	NC	27281-9158
5721657	MYEISHIA JACKSON	2020 CHASE ST FRNT			TOLEDO	OH	43511-7701
5722112	N SHAFFER	2220 WIGGINS ST			BURLINGTON	NC	27215-7226
5724051	NEAL ELLARD	8118 DEVON WOOD			HOUSTON	TX	77070
5725622	NICHOLE GRIFFIN	2813 ELGIN AVE			BALTIMORE	MD	21216-2816
5726526	NIEVES DIANA	3823 WASHINGTON AVE			RACINE	WI	53405-2853
5728974	ODELL ODEA	25771 PASEO PACIFICO			MORENO VALLEY	CA	92551-1435
5462761	OLEARY STEPHEN	20090 RAGAZZA CIR # 13-101			VENICE	FL	34293-3454
5797962	OPENNMS GROUP INC-647305	950 WINDY RD			APEX	NC	27502-2410
5463726	PALMER DANIEL	1107 DE PERE ST.			MENASHA	WI	54952
5733242	PAMELA DUBATS	3052 MARBON ESTATES CT			JACKSONVILLE	FL	3222-3221
5735420	PATRICK CALLAHAN	100 MEREDITH LANE #235			PLANO	TX	75093
5736374	PAULEY ROBERY	300 18TH ST			DUNBAR	WV	25064-2816
4883984	PCT BRANDS LLC	PC TREASURES INC	ATTN : JON THOMAS	316 N LAPEER RD	OXFORD	MI	48371-3606
5736847	PEARSON	329 WARDEN RD			BALTIMORE	MD	21225
5738606	PERLA JOSEPH	222 DANI BROOKE DR			MONT ALTO	PA	17237-9680
5742793	PRECIOUS SHAW	1400 KINGSTON ST APT 14			AURORA	CO	80010-3525
5743847	PSIGEN SOFTWARE INC	5021 NW 24TH CIR			BOCA RATON	FL	33431-4329
5752188	RICHARDSON DELLA A	231 FOURTH ST			WESTWEGO	LA	70094-3317
5755297	ROBERT VANVOORHIS	46 C E PENNEY DR			WALLKILL	NY	12589-4510

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5759746	ROOPESH RAMESH	1291 NOCHAWAY DR			ST AUGUSTINE	FL	32092-3465
5761439	ROSS ERIC	252 CURTIS			ST PAUL	MN	55107
5761679	ROTO ROOTER SEWER SERVICE	2300 HAMMOND DR # A			SCHAUMBURG	IL	60173-3816
5762004	ROY ANGELA	322 HOWARDS BRANCH RD			WINDING GULF	WV	25908
5762096	ROYAL TENEDA	203 BRADLY RD			PELHAM	NC	27311
5762562	RUEL CINDY	78 MOOSE LN			ROCHESTER	NH	03867-2466
5771225	SENTIVIA HAMLIN	635 NOLES DR			MOUNT HOLLY	NC	28120
5773156	SHANTHONI RILEY	1095 22ND ST NE			PARIS	TX	75460-3218
5774261	SHAW JENNIFER L	1508 HWY 19 S			SALEM	MO	65560
5775275	SHELLEY DELLORA L	3575 SHILOH CHURCH RD			DAVIDSON	NC	28036
5777182	SHORT SARA	6120 CROWN GRANT DR			SPOTSYLVANIA	VA	22553-4439
5777252	SHOWELL JOYCE	408 BUECLAR DRIVE			SALISBURY	MD	21801
5779108	SISSON DAVID	152 DAVID PALMER LN			ROANOKE	VA	24012-9018
5784443	STARLING NICOLE	4912 CONESTOGA RD			VA BCH	VA	23462
5784849	STELLA POLLARD	759 S YEARLING RD			COLUMBUS	OH	43213-3070
5785854	STEVE WHITE	5977 BEAR CREEK DR APT 112			BEDFORD	OH	44146-2904
5786493	STEWART THOMAS	1185 NE 19TH DRIVE	APT 26		NORTH MIAMI	FL	33181-2838
5484753	STRONG CANDICE	5720 S LAKESHORE DR APT 307			SHREVEPORT	LA	71119-3929
5490997	TEKILIA BANKS	2901 S KING DR APT 101			CHICAGO	IL	60616-3308
5491868	TERRI GARVIN	192 STATE HIGHWAY 1959 LOT 16			GRAYSON	KY	41143-8893
5491937	TERRIA SMITH	1198 ARKWOOD AVE			COLUMBUS	OH	43227-2004
5495011	TIFFANY LAJZER	370 E SPRINGDALE DR			STAR VALLEY	AZ	85541-2573
5495514	TIMISHA MITCHELL	3478 W 56TH ST			CLEVELAND	OH	44102-5720
5497054	TONI STEWARD	1410 W DELAWARE AVE			TOLEDO	OH	43606-4228
5497456	TOOMEY VIRGINIA	1320 ASHEBURY LN APT 138			HOWELL	MI	48843-1299
5498219	TOSIF CHOUHAN	1090 HIGHLAND CREST CT			MABLETON	GA	30126-5693
5501120	TYLER COURTNEY	10622 WAKE FOREST AVE			JACKSONVILLE	FL	32218
5505066	VENAKATA KOTHA	262 LITTLETON RD	APT 42		CHELMSFORD	MA	01824-6307
5505187	VENUS SHELLEY	6767 BENNINGTON ST APT 1113			HOUSTON	TX	77028-4285
5505923	VICKI CAPISTA	1714 FIELDSTONE DR N			SHOREWOOD	IL	60404-8107
5506084	VICKY FULLER	27070 YOWAISKI MILL RD			MECHANICSVILLE	MD	20659-5808
5510165	WARREN PATRICIA	1375 VIRGINIA RD			ORANGEBURG	SC	29115-7627
5510764	WATKINS KIMBERLY	PO BOX 37125			N CHESTERFIELD	VA	23234-7125

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MMLID	NAME	ADDRESS	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE
5510778	WATKINS MERCEDEZ	4623 CERNWOOD AVE			BALTIMORE	MD	21212
5511468	WEBB DONNA	79 ABBOTT MOBILEHOME PARK DR			NEWCASTLE	VA	241276368
5514121	WIDER CLARISE	5225 WEST SANDY BAYOU RD			PINE	LA	70727
5522190	YVETTE M LAPP	40 WALKER EXT: WALK 103			UNIONTOWN	PA	15401

Exhibit B

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

In re

**SEARS HOLDINGS CORPORATION, et al.,

Debtors.**

**Chapter 11 Case No.: 18-23538 (RDD)
(Jointly Administered)**

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM

Chapter 11 bankruptcy cases concerning the debtors listed below were filed on October 15, 2018. You may be a creditor of one of the debtors. On February 22, 2019, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), having jurisdiction over the chapter 11 cases of Sears Holdings Corporation and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), entered an order (the “**Bar Date Order**”) establishing (1) **April 10, 2019 at 5:00 p.m. (Eastern Time)** as the last date and time for each person and entity (including individuals, partnerships, corporations, joint ventures, and trusts, but not governmental units (as defined in section 101(27) of title 11 of the United States Code (the “**Bankruptcy Code**”), “**Governmental Units**”)) to file a proof of claim (each, “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code, against any of the Debtors listed below (the “**General Bar Date**”), and (2) **September 3, 2019 at 5:00 p.m. (Eastern Time)** as the last date and time for each Governmental Unit to file a Proof of Claim in respect of a prepetition claim against any of the Debtors listed below (the “**Governmental Bar Date**,” and, together with the General Bar Date, the “**Bar Dates**”).

The Bar Date Order, the Bar Dates, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to **October 15, 2018**, the date on which the Debtors commenced their cases under chapter 11 of the Bankruptcy Code.

If you have any questions relating to this Notice, please feel free to contact the Debtors’ Court-approved claims agent Prime Clerk LLC (“Prime Clerk”) at (844) 384-4460 (toll free) or by e-mail at searsinfo@primeclerk.com.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

NOTE: The staff of the Office of the Clerk of the Bankruptcy Court, the Office of the United States Trustee, and Prime Clerk cannot give legal advice.

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
Sears Holdings Corporation	18-23538 (RDD)	20-1920798
Kmart Holding Corporation	18-23539 (RDD)	32-0073116
Kmart Operations LLC	18-23540 (RDD)	32-0456546
Sears Operations LLC	18-23541 (RDD)	35-2524331
Sears, Roebuck and Co.	18-23537 (RDD)	36-1750680
ServiceLive, Inc.	18-23542 (RDD)	36-4616774
SHC Licensed Business LLC	18-23616 (RDD)	37-1783718
A&E Factory Service, LLC	18-23543 (RDD)	36-4486695
A&E Home Delivery, LLC	18-23544 (RDD)	37-1500205
A&E Lawn & Garden, LLC	18-23545 (RDD)	13-4275028

A&E Signature Service, LLC	18-23546 (RDD)	37-1500204
FBA Holdings Inc.	18-23547 (RDD)	36-4186537
Innovel Solutions, Inc.	18-23548 (RDD)	36-1857180
Kmart Corporation	18-23549 (RDD)	38-0729500
MaxServ, Inc.	18-23550 (RDD)	74-2707626
Private Brands, Ltd.	18-23551 (RDD)	55-0544022
Sears Development Co.	18-23552 (RDD)	36-2476028
Sears Holdings Management Corporation	18-23554 (RDD)	20-3592148
Sears Home & Business Franchises, Inc.	18-23553 (RDD)	98-0126742
Sears Home Improvement Products, Inc.	18-23556 (RDD)	25-1698591
Sears Insurance Services, L.L.C.	18-23557 (RDD)	36-4287182
Sears Procurement Services, Inc.	18-23555 (RDD)	30-0092859
Sears Protection Company	18-23558 (RDD)	36-4471250
Sears Protection Company (PR), Inc.	18-23559 (RDD)	66-0704861
Sears Roebuck Acceptance Corp.	18-23560 (RDD)	51-0080535
Sears, Roebuck de Puerto Rico, Inc.	18-23561 (RDD)	66-0233626
SYW Relay LLC	18-23562 (RDD)	35-2561870
Wally Labs LLC	18-23563 (RDD)	None
SHC Promotions LLC	18-23630 (RDD)	26-4209626
Big Beaver of Florida Development, LLC	18-23564 (RDD)	None
California Builder Appliances, Inc.	18-23565 (RDD)	68-0406327
Florida Builder Appliances, Inc.	18-23566 (RDD)	36-3619133
KBL Holding Inc.	18-23567 (RDD)	26-0031295
KLC, Inc.	18-23568 (RDD)	75-2490839
Kmart of Michigan, Inc.	18-23576 (RDD)	38-3551696
Kmart of Washington LLC	18-23570 (RDD)	61-1448898
Kmart Stores of Illinois LLC	18-23571 (RDD)	61-1448897
Kmart Stores of Texas LLC	18-23572 (RDD)	61-1448915
MyGofer LLC	18-23573 (RDD)	26-4005531
Sears Brands Business Unit Corporation	18-23574 (RDD)	42-1564658
Sears Holdings Publishing Company, LLC	18-23575 (RDD)	26-0075554
Sears Protection Company (Florida), L.L.C.	18-23569 (RDD)	20-0224239
SHC Desert Springs, LLC	18-23577 (RDD)	None
SOE, Inc.	18-23578 (RDD)	83-0399616

StarWest, LLC	18-23579 (RDD)	37-1495379
STI Merchandising, Inc.	18-23580 (RDD)	38-2760188
Troy Coolidge No. 13, LLC	18-23581 (RDD)	None
BlueLight.com, Inc.	18-23582 (RDD)	77-0527034
Sears Brands, L.L.C.	18-23583 (RDD)	42-1564664
Sears Buying Services, Inc.	18-23584 (RDD)	36-3256533
Kmart.com LLC	18-23585 (RDD)	77-0529022
Sears Brands Management Corporation	18-23586 (RDD)	36-2555365
SRe Holding Corporation	19-22031 (RDD)	46-4344816
<u>Attorneys for Debtors</u> Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153-0119 Ray C. Schrock, P.C. Jacqueline Marcus Garrett A. Fail Sunny Singh	<u>Address of the Office of the Clerk of the Bankruptcy Court</u> Clerk of the United States Bankruptcy Court 300 Quarropas Street White Plains, New York 10601 Vito Genna, Clerk of the Bankruptcy Court Hours Open: 8:30 a.m. – 5:00 p.m.	

1. **WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan filed by the Debtors or to share in any distributions from the Debtors' estates if you have a claim that arose prior to **October 15, 2018**, and your claim is not one of the types of claims described in Section 2 below. Claims based on acts or omissions of the Debtors that occurred before **October 15, 2018**, must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before **October 15, 2018**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word "**claim**" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

2. **WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a Proof of Claim if:

Your claim is listed in the debtors' schedules of assets and liabilities (the "**Schedules**")¹ and (i) is **not** listed in the Schedules as "disputed," "contingent," or "unliquidated"; (ii) you do **not** dispute the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) you do **not** dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

¹ The Debtors filed their Schedules on January 17, 2019 (ECF Nos. 1609, 1611, 1613, 1615, 1617, 1619, 1621, 1623, 1625, 1627, 1629, 1631, 1633, 1635, 1637, 1639, 1641, 1643, 1645, 1647, 1649, 1651, 1653, 1655, 1657, 1659, 1661, 1663, 1665, 1667, 1668, 1671, 1673, 1675, 1677, 1679, 1681, 1683, 1685, 1687, 1689, 1691, 1693, 1695, 1697, 1699, 1701, 1703, 1705, 1707, 1709, 1711, 1713).

Your claim has been paid in full or will be paid in full under an agreement entered into by the Debtors pursuant to the Final Critical Vendors Order;²

Your claim consists of an equity security interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock; membership interests; partnership interests; or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided that if you hold such security interest and wish to assert a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date as set forth in this Notice;

You hold a claim that is allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a claim under section 503(b)(9) of the Bankruptcy Code);

You hold a claim that heretofore has been allowed by an order of the Court or subsequently is allowed by an order of the Court entered on or before the applicable Bar Date;

You hold a claim for which a separate deadline has been fixed by the Court;

You hold a claim for which you already filed a Proof of Claim with the Office of the Clerk of the Bankruptcy Court or Prime Clerk against any of the Debtors, utilizing a claim form that substantially conforms to the form provided with this Notice (the “**Proof of Claim Form**”) or Official Bankruptcy Form 410 (“**Official Form 410**”), so long as you do not wish to assert such claim against a Debtor who was not named in the original Proof of Claim, in which case another Proof of Claim must be filed;

You are a person or entity whose claim arises out of any warranties, protection agreements, or other services contracts for the goods and services of the Debtors sold or performed prior to the Commencement Date.

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**First Lien Credit Agreement Obligations**”) under or in connection with that certain Third Amended and Restated Credit Agreement, dated as of July 21, 2015 (as thereafter amended, supplemented, or modified from time to time, the “**First Lien Credit Agreement**”); provided that any person or entity wishing to assert a claim arising out of or relating to the First Lien Credit Agreement, other than a claim for the First Lien Credit Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Stand-Alone L/C Obligations**”) under or in connection with that certain Letter of Credit and Reimbursement Agreement, dated as of December 28, 2016 (as thereafter amended, supplemented, or modified from time to time, the “**Stand-Alone L/C Facility**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Stand-Alone L/C Facility, other than a claim for the Stand-Alone L/C Obligations, shall be required to file a Proof of Claim with respect to

² See Order Granting Motion (I) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors, (II) Approving Procedures to Address Vendors who Repudiate and Refuse to Honor Their Contractual Obligations to The Debtors; and (III) Granting Related Relief (ECF No. 793) (the “**Final Critical Vendors Order**”).

such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Second Lien Credit Facility Obligations**”) under or in connection with that certain Second Lien Credit Agreement, dated as of September 1, 2016 (as thereafter amended, supplemented, or modified from time to time, the “**Second Lien Credit Facility**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Second Lien Credit Agreement, other than a claim for the Second Lien Credit Agreement Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Second Lien Notes Obligations**”) under or in connection with that certain Indenture for 6 5/8% Senior Secured Notes due 2018, dated October 12, 2010 (as thereafter amended, supplemented, or modified from time to time, the “**Second Lien Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Second Lien Notes Indenture, other than a claim for the Second Lien Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Holdings Unsecured Notes Obligations**”) under or in connection with that certain Indenture for 8% Senior Unsecured Notes due 2019, dated November 21, 2014 (as thereafter amended, supplemented, or modified from time to time, the “**Holdings Unsecured Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Holdings Unsecured Notes, other than a claim for the Holdings Unsecured Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies;

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**Holdings Unsecured PIK Notes Obligations**”) under or in connection with that certain Second Supplemental Indenture for 8% Senior Unsecured Convertible PIK Notes due 2019, dated as of March 20, 2018 (as thereafter amended, supplemented, or modified from time to time, the “**Holdings Unsecured PIK Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the Holdings Unsecured PIK Notes, other than a claim for the Holdings Unsecured PIK Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; or

You are a person or entity whose claim exclusively is limited to the repayment of principal, interest, and other fees and expenses (the “**SRAC Unsecured Notes Obligations**”) under or in connection with that certain Indenture for 7%/12% PIK-Toggle Notes due 2028, dated as of May 15, 1995 (as thereafter amended, supplemented, or modified from time to time, the “**SRAC Unsecured PIK Notes**”), or that certain Indenture for certain notes having various interest rates, dated October 1, 2002 (as thereafter amended, supplemented, or modified from time to time, the “**SRAC Unsecured Notes**”); provided that any person or entity wishing to assert a claim arising out of or relating to the SRAC Unsecured PIK Notes or the SRAC Unsecured Notes, other than a claim for the SRAC

Unsecured Notes Obligations, shall be required to file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date and (ii) the date that is **thirty (30) days** following the date of entry of the Court order approving the rejection of such executory contract or unexpired lease, or you will be forever barred from so doing. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim with respect to unpaid amounts accrued and outstanding as of **October 15, 2018**, pursuant to such executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the applicable Bar Date unless another exception identified herein applies.

4. WHEN AND WHERE TO FILE

Except as provided for herein, all Proofs of Claim either must be filed (i) electronically through Prime Clerk's website using the interface available on such website located at <https://restructuring.primeclerk.com/sears> under the link entitled "Submit a Claim" (the "**Electronic Filing System**") or (ii) by delivering the original Proof of Claim form by hand or mailing the original Proof of Claim form on or before the applicable Bar Date as follows:

If by first-class mail:

Sears Holdings Corporation Claims Processing Center
c/o Prime Clerk LLC
Grand Central Station, PO Box 4708
New York, NY 10163-4708

OR

If by overnight courier or hand delivery:

Sears Holdings Corporation Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

OR

If by hand delivery:

United States Bankruptcy Court, Southern District of New York
300 Quarropas Street
White Plains, NY 10601

Proofs of Claim will be deemed timely filed only if **actually received** by Prime Clerk or the Court as set forth in Section 4 above, in each case, on or before the applicable Bar Date. Proofs of Claim sent by facsimile, telecopy, or

electronic mail transmission (other than Proofs of Claim filed electronically through the Electronic Filing System) **will not** be accepted.

5. WHAT TO FILE

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in the lawful currency of the United States (using the exchange rate, if applicable, as of the date of the commencement of the chapter 11 case by the applicable Debtor; (iii) substantially conform to the Proof of Claim Form or Official Form 410; (iv) specify by name and case number the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vii) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, YOU MUST FILE SEPARATE PROOFS OF CLAIM AGAINST EACH DEBTOR, AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOU ARE ASSERTING A CLAIM AND THE CASE NUMBER OF THAT DEBTOR'S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR RESPECTIVE CASE NUMBERS IS SET FORTH ABOVE.

Your Proof of Claim form must **not** contain complete social security numbers or taxpayer identification numbers (only include the last four digits), complete birth dates (only include the year), the names of minors (only include the minor's initials), or financial account numbers (only include the last four digits of such financial account).

Official Form 410 can be found at http://www.uscourts.gov/sites/default/files/form_b_410_16.pdf. Additional Proof of Claim Forms can be obtained at <https://restructuring.primeclerk.com/sears/EPOC-Index>.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY DOCUMENTS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 2 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against the Debtors in the Schedules. To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms; each Proof of Claim Form will reflect the nature and amount of your claim against each Debtor as listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established by Prime Clerk for the Debtors' cases at <https://restructuring.primeclerk.com/sears> and (ii) on the Court's website at <http://www.nysb.uscourts.gov>. (A username and password to the Court's Public Access to Court Electronic Records ("PACER") system are required to access the information on the Court's website and can be obtained through PACER at <https://pacer.psc.uscourts.gov/pscof/regWizard.jsf>). Copies of the Schedules also may be examined between the hours of 8:30 a.m. and 5:00 p.m. (Eastern Time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, NY 10601. Copies of the Debtors' Schedules also may be obtained by request to Prime Clerk at the address and telephone number set forth below:

Sears Holdings Corporation Claims Processing Center

c/o Prime Clerk LLC
Grand Central Station, PO Box 4708
New York, NY 10163-4708
US Toll Free: (844) 384-4460
International: +1 (929) 955-2419

In the event that the Debtors amend or supplement their Schedules subsequent to the date of entry of the Bar Date Order, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, such holders shall have until the later of (i) the applicable Bar Date and (ii) **thirty (30) days** from the date of such notice to file a Proof of Claim or be forever barred from so doing, and the Debtors shall give notice of such deadline to the holders of claims affected by such amendment or supplement.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.

Dated: White Plains, New York
February 22, 2019

BY ORDER OF THE COURT

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

Attorneys for Debtors
and Debtors in Possession

Exhibit C

Fill in this information to identify the case (Select only one Debtor per claim form):

Sears Holdings Corporation (18-23538)	Kmart Corporation (18-23549)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	MyGofer LLC (18-23573)	Kmart.com LLC (18-23585)
Sears, Roebuck and Co. (18-23537)	MaxServ, Inc. (18-23550)	SYW Relay LLC (18-23562)	Sears Brands Business Unit Corporation (18-23574)	Sears Brands Management Corporation (18-23586)
Kmart Holding Corporation (18-23539)	Private Brands, Ltd. (18-23551)	Wally Labs LLC (18-23563)	Sears Holdings Publishing Company, LLC (18-23575)	SHC Licensed Business LLC (18-23616)
Kmart Operations LLC (18-23540)	Sears Development Co. (18-23552)	Big Beaver of Florida Development, LLC (18-23564)	Kmart of Michigan, Inc. (18-23576)	SHC Promotions LLC (18-23630)
Sears Operations LLC (18-23541)	Sears Holdings Management Corporation (18-23553)	California Builder Appliances, Inc. (18-23565)	SHC Desert Springs, LLC (18-23577)	SRe Holding Corporation (19-22301)
ServiceLive, Inc. (18-23542)	Sears Home & Business Franchises, Inc. (18-23554)	Florida Builder Appliances, Inc. (18-23566)	SOE, Inc. (18-23578)	
A&E Factory Service, LLC (18-23543)	Sears Home Improvement Products, Inc. (18-23555)	KBL Holding Inc. (18-23567)	StarWest, LLC (18-23579)	
A&E Home Delivery, LLC (18-23544)	Sears Insurance Services, L.L.C. (18-23556)	KLC, Inc. (18-23568)	STI Merchandising, Inc. (18-23580)	
A&E Lawn & Garden, LLC (18-23545)	Sears Procurement Services, Inc. (18-23557)	Sears Protection Company (Florida), L.L.C. (18-23569)	Troy Coolidge No. 13, LLC (18-23581)	
A&E Signature Service, LLC (18-23546)	Sears Protection Company (18-23558)	Kmart of Washington LLC (18-23570)	BlueLight.com, Inc. (18-23582)	
FBA Holdings Inc. (18-23547)	Sears Protection Company (PR) Inc. (18-23559)	Kmart Stores of Illinois LLC (18-23571)	Sears Brands, L.L.C. (18-23583)	
Innovel Solutions, Inc. (18-23548)	Sears Roebuck Acceptance Corp. (18-23560)	Kmart Stores of Texas LLC (18-23572)	Sears Buying Services, Inc. (18-23584)	

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

Name of the current creditor (the person or entity to be paid for this claim) _____

Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

☐ No

☐ Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Where should payments to the creditor be sent? (if different)

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Contact phone _____

Contact phone _____

Contact email _____

Contact email _____

4. Does this claim amend one already filed?

☐ No

☐ Yes. Claim number on court claims registry (if known) _____

Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No

☐ Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. **Do you have any number you use to identify the debtor?** ☐ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. **How much is the claim?** \$_____. **Does this amount include interest or other charges?**
☐ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.

9. **Is all or part of the claim secured?** ☐ No
☐ Yes. The claim is secured by a lien on property.

Nature of property:
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____

Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$_____

Amount of the claim that is secured: \$_____

Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$_____

Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. **Is this claim based on a lease?** ☐ No
☐ Yes. **Amount necessary to cure any default as of the date of the petition.** \$_____

11. **Is this claim subject to a right of setoff?** ☐ No
☐ Yes. Identify the property: _____

<p>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</p> <p>A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. <i>Check one:</i></p> <p><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.</p>	<p>Amount entitled to priority</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p>
<p><small>* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.</small></p>		
<p>13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.</p>	<p>\$ _____</p>

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.
- ☐ I am the creditor's attorney or authorized agent.
- ☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- ☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____(mm/dd/yyyy)

Signature

Print the name of the person who is completing and signing this claim:

Name of the person who is completing and signing this claim:

Name

First name

Middle name

Last name

Title

Company

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address

Number

Street

City

State

ZIP Code

Contact phone

Email

Modified Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.**
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.**
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <http://restructuring.primeclerk.com/sears>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim by one of the following methods:

If by first class mail:

Sears Holdings Corporation Claims Processing Center
c/o Prime Clerk LLC
Grand Central Station, PO Box 4708
New York, NY 10163-4708

If by hand delivery, or overnight courier:

Sears Holdings Corporation Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

Proof(s) of claim may also be filed electronically at <https://restructuring.primeclerk.com/sears/EPOC-Index>, but may not be delivered by facsimile, telecopy, or electronic mail transmission.

Do not file these instructions with your form

Exhibit D

Exhibit D

DN 2768 Notice Parties Service List

Served via First Class Mail

MMLID	NAME	ADDRESS	ADDRESS 2	CITY	STATE	POSTAL CODE
5791909	COALFIRE SYSTEMS, INC.	ALAN FERGUSON, EVP	11000 Westmoor Circle, Suite 450	Westminster	CO	80021
5792009	DATAMEER INC-696524	ATTN: CEO	577 2nd Street, Suite 200	San Francisco	CA	94107
5792214	FJS HEARING PROFESSIONALS	FRANCISCO J. SALGADO	11601 ARGUELLO DRIVE	MIRA LOMA	CA	91752
5789312	GEORGE FREDERICK KOERBER, D.D.S. AND SCOTT YOO D.D.S	140 GREGORY LN	STE 100	PLEASANT HILL	CA	94523
4882613	INTERNATIONAL BUSINESS MACHINES	1 New Orchard Road		Armonk	NY	10504-1722
5792493	IRVIN PUBLIC RELATIONS	SARAH IRVIN CLARK	61 Jefferson Ave	COLUMBUS	OH	43215
5792614	KLAUS HOLDINGS INC	704 SW 9TH AVE		AMARILLO	TX	79101-3233
5790544	LATENTVIEW ANALYTICS CORPORATION-698494	GENERAL CONSUL	44 NASSAU ST STE 361	PRINCETON	NJ	08542
5790590	LUBBOCK POWER & LAWN	ANGELA PEALE	8406 AVENUE P, UNIT 2	LUBBOCK	TX	79423
5793095	PIKATO INC-702490	C/O RETAILNEXT	60 S. MARKET STREET, FLOOR 10	SAN JOSE	CA	95113
5790840	RETAILNEXT, INC.	60 S. Market Street, Floor 10		San Jose	CA	95113
5793571	THE NIELSEN COMPANY/CLARITAS	ATTN: CEO	85 Broad St	New York	NY	10004
5793813	ZEMOGA INC	Dror Liwer	215 Park Avenue South, Suite 2016	New York	NY	10003

Exhibit E

Exhibit E

DN 2789 Notice Parties Service List

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MMLID	NAME	ADDRESS	ADDRESS 2	CITY	STATE	POSTAL CODE
5790450	INTERNATIONAL BUSINESS MACHINES	JERRY D ANEEO, WIOT BDM	1 New Orchard Road	Armonk	NY	10504-1722
5792732	LVI SERVICES INC	JOHN M. LEONARD	Seven Penn Plaza, 370 7th Avenue, Suite 730	New York	NY	10001
5793095	PIKATO INC-702490	C/O RETAILNEXT	60 S. MARKET STREET, FLOOR 10	SAN JOSE	CA	95113
5790840	RETAILNEXT, INC.	60 S. Market Street, Floor 10		San Jose	CA	95113
5793813	ZEMOGA INC	Dror Liwer	215 Park Avenue South, Suite 2016	New York	NY	10003

Exhibit F

Exhibit F

DN 2995 Notice Parties Service List

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MMLID	NAME	ADDRESS	ADDRESS 2	CITY	STATE	POSTAL CODE
5830629	HOP NEW BRUNSWICK (DBA "HOULIHAN'S")	ERIC MUND, MANAGER	8700 STATE LINE RD, SUITE 100	LEAWOOD	KS	66206
5830510	LAKEPORT LAKE COUNTY RECORD BEE	ATTN: EMILY FRAGOSO	2150 S. MAIN	LAKEPORT	CA	95453
5830673	TU TIENDA AND GIFTS	DPE INC., DBA TU TIENDA AND GIFTS	122 WALLER MILL RD # G	WILLIAMSBURG	VA	23185